

WC 05-51

Stamp and Return

FCC/MELLON

FEB 01 2005

READ INSTRUCTIONS CAREFULLY
BEFORE PROCEEDINGFEDERAL COMMUNICATIONS COMMISSION
REMITTANCE ADVICEApproved by OMB
3060-0589
Page 1 of 1

(1) LOCK BOX # 358145			
SECTION A - PAYER INFORMATION			
(2) PAYER NAME (If paying by credit card enter name exactly as it appears on the card) Madison River Telephone Company, LLC		(3) TOTAL AMOUNT PAID (U.S. Dollars and cents) \$895.00	
(4) STREET ADDRESS LINE NO. 1 P.O. Box 430			
(5) STREET ADDRESS LINE NO. 2 103 South Fifth St			
(6) CITY Mebane		(7) STATE NC	(8) ZIP CODE 27302
(9) DAYTIME TELEPHONE NUMBER (include area code) 919 563 1500		(10) COUNTRY CODE (if not in U.S.A.)	
FCC REGISTRATION NUMBER (FRN) REQUIRED			
(11) PAYER (FRN)			
IF MORE THAN ONE APPLICANT, USE CONTINUATION SHEETS (FORM 159-C) COMPLETE SECTION BELOW FOR EACH SERVICE. IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET			
(13) APPLICANT NAME			
(14) STREET ADDRESS LINE NO. 1			
(15) STREET ADDRESS LINE NO. 2			
(16) CITY		(17) STATE	(18) ZIP CODE
(19) DAYTIME TELEPHONE NUMBER (include area code)		(20) COUNTRY CODE (if not in U.S.A.)	
FCC REGISTRATION NUMBER (FRN) REQUIRED			
(21) APPLICANT (FRN)			
COMPLETE SECTION C FOR EACH SERVICE. IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET			
(23A) CALL SIGN/OTHER ID	(24A) PAYMENT TYPE CODE CUT	(25A) QUANTITY 1	
(26A) FEE DUE FOR (PTC) \$895.00	(27A) TOTAL FEE \$895.00		
(28A) FCC CODE 1		(29A) FCC CODE 2	
(23B) CALL SIGN/OTHER ID	(24B) PAYMENT TYPE CODE	(25B) QUANTITY	
(26B) FEE DUE FOR (PTC)	(27B) TOTAL FEE		
(28B) FCC CODE 1		(29B) FCC CODE 2	
SECTION D - CERTIFICATION			
CERTIFICATION STATEMENT I, <u>David Lesson</u> , certify under penalty of perjury that the foregoing and supporting information is true and correct to the best of my knowledge, information and belief.			
SIGNATURE <u>David Lesson</u>		DATE <u>2/1/05</u>	
SECTION E - CREDIT CARD PAYMENT INFORMATION			
MASTERCARD _____ VISA _____ AMEX _____ DISCOVER _____ ACCOUNT NUMBER _____ EXPIRATION DATE _____ I hereby authorize the FCC to charge my credit card for the service(s)/authorization herein described. SIGNATURE _____ DATE _____			

SEE PUBLIC BURDEN ON REVERSE

FCC FORM 159

FEBRUARY 2003 (REVISED)

KRASKIN, MOORMAN & COSSON, LLC
ATTORNEYS AT LAW
TELECOMMUNICATIONS MANAGEMENT CONSULTANTS

2120 L Street, N.W., Suite 520
Washington, D.C. 20037

Telephone (202) 296-8890
Telecopier (202) 296-8893

January 27, 2005

Marlene H. Dortch
Secretary
Federal Communications Commission
445 12th Street, S.W.
Washington, D.C. 20554

Re: Madison River Telephone Company, LLC and
BellSouth Telecommunications, Inc., BellSouth Long
Distance, Inc. Application for Authorization Pursuant to
Section 214 of the Communications Act of 1934, as
Amended, for Transfer of Control

Dear Ms. Dortch:

Attached please find an original and four copies of the Application for Transfer of Control being filed by Madison River Telephone Company, and BellSouth Telecommunications and BellSouth Long Distance, Inc. pursuant to Section 214 of the Communications Act and Section 63.04 of the Commission's Rules.

The requisite filing fee and FCC Form 159 Remittance Advice is being submitted by Courier to Mellon Bank, Pittsburgh, Pennsylvania on this date.

Please acknowledge receipt on the "stamp and return" duplicate document attached for this purpose. Please contact me if there are any questions regarding this matter.

Sincerely yours



David Cosson

Counsel to Madison River Telephone Company, et al.

cc: Julie Veach, Competition Policy Division
Tracey Wilson-Parker, Competition Policy Division

**BEFORE THE
FEDERAL COMMUNICATIONS COMMISSION
WASHINGTON, DC 20554**

In the Matter of)
)
Madison River Telephone Company, LLC)
MebTel, Inc., d/b/a MebTel Communications)
MebTel Long Distance Solutions, Inc.)
)
And)
)
BellSouth Telecommunications, Inc.)
BellSouth Long Distance, Inc.)
)
Application for Authorization Pursuant to)
Section 214 of the Communications Act of 1934,)
as Amended, for Transfer of Control)

File No. _____

APPLICATION FOR TRANSFER OF CONTROL

Madison River Telephone Company, LLC , its wholly owned subsidiaries MebTel, Inc., d/b/a MebTel Communications, and MebTel Long Distance Solutions, Inc. ("Madison River" or Transferee") and BellSouth Telecommunications, Inc. and BellSouth Long Distance, Inc. ("BellSouth") (collectively the "Applicants"), by their undersigned counsel, and pursuant to Section 214 of the Communications Act of 1934, as amended, 47 U.S.C. § 214 (the "Act"), and Section 63.04 of the rules of the Federal Communications Commission ("FCC" or the "Commission"), 47 C.F.R. § 63.04, hereby request authority to transfer control of BellSouth's Milton and Gatewood telephone exchanges in North Carolina to Madison River. The Applicants have entered into an Asset Sale Agreement under which Madison River will provide service to BellSouth's customers upon completion of the transaction.

Pursuant to Section 63.04(a) of the Commission's rules, the Applicants provide the following information in support of this transaction:

(1) Applicants' Name, Address and Telephone Number

Transferors: BellSouth Telecommunications Inc.
675 West Peachtree Street
Atlanta, Georgia 30375

Telephone: (404) 335-0738

Facsimile: (404) 614-4054

BellSouth Long Distance, Inc.
400 Perimeter Center Terrace NE
Atlanta, Georgia 30346

Telephone: (770) 352-3116

Facsimile: (770) 352-3352

Transferee: Madison River Telephone Company, LLC
PO Box 430
103 South Fifth Street
Mebane, NC 27302

Telephone: (919) 563-1500

Facsimile: (919) 563-4993

(2) State of Organization

(a) BellSouth Telecommunications Inc. is a Georgia corporation; BellSouth Long Distance, Inc. is a Delaware Corporation.

(b) Madison River Telephone Company, LLC is a Delaware limited liability company. MebTel, Inc. and MebTel Long Distance Solutions, Inc. are North Carolina Corporations.

(3) Contact Information

All correspondence, notices and inquiries regarding this transaction should be addressed to:

Transferor: Edward L. Rankin, III
Senior Attorney
BellSouth Telecommunications, Inc.
300 South Brevard St.

Charlotte, North Carolina 28202-2349

Telephone: (704) 417-8833

Facsimile: (704) 417-9389

Transferee: General Counsel
Madison River Telephone Company, LLC
PO Box 430
103 South Fifth Street
Mebane, NC 27302

Telephone: (919) 563-1500

Facsimile: (919) 563-4993

Copies of all correspondence, notices, and inquiries should also be addressed to:

Transferee:

David Cosson
Kraskin, Moorman & Cosson, LLC
2120 L Street, NW, Suite 520
Washington, DC 20037

Telephone: (202) 296-8890

Facsimile: (202) 296-8893

Transferor:

Edward S. Finley, Jr.
One Hannover Square, Suite 1400
P.O.Box 109
Raleigh, North Carolina 27602

Telephone: (919) 899-3021

Facsimile: (919) 834-9908

(4) Ten percent (10%) Equity Shareholders

Madison River:

The following persons own 10% or more of Madison River Telephone Company, LLC:

Madison Dearborn Capital Partners II, LP 36.9%
c/o Madison Dearborn Partners
Three First National Bank Plaza
Suite 1330
Chicago, Illinois 60602

Goldman Sachs & Co. 30.7%
85 Broad Street
19th floor
New York, New York 10004

Providence Equity Partners LP 20.3%
c/o Providence Equity
50 Kennedy Plaza, Suite 901
Providence, Rhode Island 02903

No equity owner of the above-named entities owns a derivative interest of 10% or more in Madison River Telephone Company, LLC. All institutional owners are organization under the laws of the various United States.

BellSouth: BellSouth Telecommunications Inc. and BellSouth Long Distance, Inc. are wholly-owned subsidiaries of BellSouth Corporation. BellSouth Corporation is organized under the laws of Georgia. No entity owns 10 percent or more of the equity of BellSouth Corporation.

(5) Certification Pursuant to Rules 1.2001-1.2003

Applicants hereby certify, pursuant to 47 C.F.R. §§ 1.2001-1.2003, that to the best of their knowledge, information, and belief, no party to the application is subject to denial of federal benefits pursuant to section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 862.

(6) Description of Transaction

The Applicants have entered into an Asset Sale Agreement which provides that BellSouth will transfer certain assets of the Milton and Gatewood, North Carolina exchanges to Madison River. Assets include tangible and intangible assets and properties in the areas of the exchanges and tangible and intangible assets used in operation of the exchanges including customers

accounts for local, intraLATA long distance and interLATA long distance.¹ Upon closing of the transaction, Madison River will provide local and long distance telephone service to BellSouth's current subscribers by Madison River's wholly owned subsidiaries MebTel, Inc. and MebTel Long Distance Solutions, Inc. .

(7) Geographic Description

The Milton and Gatewood exchanges are located in North Carolina along the border between North Carolina and Virginia, and just south of Danville, Virginia. These exchanges are associated with the Lynchburg, Virginia LATA. There are approximately 3,500 access lines served in these two exchanges.

(8) Streamlined Treatment

The Applicants request streamlined treatment for this application. The sale of the assets associated with Milton and Gatewood exchanges meets the criteria under Sections 63.03(b)(1)(iii) of the Commission's rules in that it is a transfer of the local exchange assets of an incumbent LEC by means other than an acquisition of corporate control. The sale of the long distance accounts should also be afforded streamlined treatment. Transferee will continue to provide interexchange services at the time of closing. Thus, no customer will lose service or be adversely affected as a result of the transaction.

(9) Other Related Applications Before the Commission

¹ Madison River is purchasing the intraLATA and interLATA long distance accounts from BellSouth Long Distance Inc., for customers that BellSouth Long Distance Inc. serves in the Milton and Gatewood exchanges. BellSouth Long Distance retains its authority to provide interexchange service throughout North Carolina.

At or about the time that this Application is being submitted, Applicants will apply to transfer the control of the common carrier microwave licenses as follows:

WPQW740 (Path 4 only)

WPQW739

WPQX282

(10) Statement of Imminent Business Failure

Not applicable.

(11) Separately Filed Waiver Requests

A petition for waiver of the Appendix-Glossary of Part 36 of the Commission's Rules regarding frozen study areas and of Section 69.3(e)(1) regarding participation in the NECA carrier common line tariff is being filed simultaneously with this application. The waiver petition asks that the exchanges be added to the study area of Madison River's wholly owned subsidiary, MebTel, Inc.

(12) Public Interest Statement

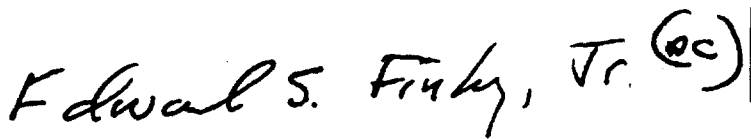
Upon completion of the asset purchase Madison River will continue to provide high quality, modern local exchange, exchange access and long distance service to BellSouth's current subscribers.. Madison River will introduce DSL and Voicemail services to the Milton and Gatewood exchanges and will publish an improved directory.

Conclusion

For the foregoing reasons, Madison River and BellSouth respectfully request that the Commission promptly grant this Application.

Respectfully Submitted,

By 
David Cosson
KRASKIN, MOORMAN & COSSON, LLC
2120 L Street, NW, Suite 520
Washington, DC 20037
Attorney for Madison River Telephone Company, LLC
MebTel Inc., d/b/a MebTel Communications
MebTel Long Distance Solutions

By  (cc)
Edward S. Finley, Jr..
One Hannover Square, Suite 1400
P.O. Box 109
Raleigh, North Carolina 27602
Attorney for BellSouth Telecommunications, Inc.
and BellSouth Long Distance, Inc.

January 27, 2005

DECLARATION OF Michael T. Skrivan

I, Michael T. Skrivan, Managing Director - Revenues for Madison River Telephone Company, LLC, declare under penalty of perjury that Madison River Telephone Company, LLC including all officers, directors, or persons holding five percent or more of the outstanding stock or shares (voting and/or non-voting) of Madison River as specified in Section 1.2003(b) of the Commission's Rules, is not subject to denial of federal benefits pursuant to section 5301 of the Anti-Drug Abuse Act of 1988.

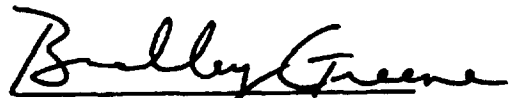
Executed on: January 25, 2005

Michael T Skrivan

DECLARATION OF Bradley O. Greene

I, Bradley O. Greene, declare under penalty of perjury that BellSouth including all officers, directors, or persons holding five percent or more of the outstanding stock or shares (voting and/or non-voting) of BellSouth as specified in Section 1.2003(b) of the Commission's Rules, is not subject to denial of federal benefits pursuant to section 5301 of the Anti-Drug Abuse Act of 1988.

Executed on: January 21, 2005

A handwritten signature in cursive script, reading "Bradley O. Greene".

Bradley O. Greene
Executive Director, Corporate Development
BellSouth Corporation